FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

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OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden

0.5

hours per response:

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is

Filed pursuant to Section 16(a) of the Securities Exchange Act of	1934
or Section 30(h) of the Investment Company Act of 1940	

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	satisfy the affirmative ditions of Rule 10b5-struction 10.													
1. Name and Ac Brandt Yar	Idress of Reporting F	Person*		2. Issuer Name and Ticker or Trading Symbol FTC Solar, Inc. [ FTCI ]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner				
(Last) (First) (Middle) 9020 N CAPT TX 1 260				3. Date of Earliest Transaction (Month/Day/Year) 08/19/2024						Officer (give title below)  Chief Executive Officer				
(Street) AUSTIN TX 78759				4. If Amendment, Date of Original Filed (Month/Day/Year)						Individual or Joint/Group Filing (Check Applicable ine)  Form filed by One Reporting Person  Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	on-Derivati	ve Securities Ac	quired	, Di	sposed of, o	r Ben	eficially	Owned				
Date			2. Transaction Date (Month/Day/Ye	Execution Date,	3. Transac Code (II 8)		4. Securities Ac Disposed Of (D)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		

	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)												
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Expiration D (Month/Day/\)	ate	7. Title at Amount of Securitie Underlyin Derivativ Security 3 and 4)	of es ng /e	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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A

## **Explanation of Responses:**

Common Stock

Common Stock

1. Reflects a grant of restricted stock units (RSUs) pursuant to an employment agreement as an inducement grant to a new hire outside of the Issuer's 2021 Stock Incentive Plan, and is subject to a four-year vesting period as follows: (a) 25% of RSUs will vest on the grant date and (b) 1/48 of the RSUs will vest at the end of each month thereafter for the next 36 months; provided, in each case, in each case, that the reporting person is an active employee as of each such relevant vesting date.

Date

Exercisable

2. Reflects a grant of performance based RSUs pursuant to an employment agreement as an inducement grant to a new hire outside of the Issuer's 2021 Stock Incentive Plan, and is subject to vesting, in whole or in part as further described in the employment agreement, upon (i) the Issuer's publicly traded common stock achieving a \$5, \$8 and/or \$10 price during the four year period from the grant date and (ii) the recipient's continued employment with the Issuer on any such date of achievement.

/s/ Cathy Behnen, as Attorneyin-Fact 08/19/2024

\*\* Signature of Reporting Person Date

Numbe

Shares

Title

(D)

Α

\$0.00

\$0.00

 $4.000.000^{(1)}$ 

 $2,500,000^{(2)}$ 

Expiration

(Instr. 3 and 4)

4,000,000

6,500,000

D

D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

08/19/2024

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Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.